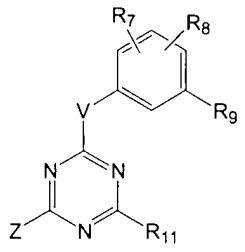
IN THE CLAIMS:

Cancel claims 1-51.

Add new claims 52-95 as follows:

52 (New). A compound of Formula (I),



I

or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug, or solvate thereof, wherein:

V is chosen from $-CHR^5-$, $-NR^5-$, -O-, and –S-;

Z is chosen from halogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl, $-SR^3$, $-OR^3$, and $-N(R^1)(R^2)$;

$-N(R^1)(R^2)$ taken together may form a heterocyclyl or substituted heterocyclyl; or

R^1 is chosen from hydrogen, alkyl and substituted alkyl; and

R^2 is chosen from hydrogen, alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

R^3 is chosen from hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

R^5 is chosen from hydrogen and alkyl, or when attached to a nitrogen atom, R^5 taken together with R^7 may form a fused heterocyclyl or substituted heterocyclyl;

R^7 is chosen from hydrogen, $-N(R^{31})(R^{32})$, halogen, cyano, alkyl, substituted alkyl, alkoxy, and alkylthio, or when V is $-NR^5$, $-R^5$ and R^7 taken together may form a fused heterocyclyl or substituted heterocyclyl;

R^8 is chosen from hydrogen and halogen;

R^9 is chosen from $-CO_2$(alkyl), $-C(O)N(R^{31})(R^{32})$, $-SO_2N(R^{31})(R^{32})$, $-N(R^{33})SO_2R^{34}$, $-C(O)N(R^{33})N(R^{31})(R^{32})$, $-N(R^{33})C(O)R^{34}$, $-CH_2N(R^{33})C(O)R^{34}$, $-N(R^{31})(R^{32})$, $-CH_2OC(O)R^{34}$, C_{1-6}alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heterocyclyl, substituted heterocyclyl, and $-C(O)R^{10}$; provided, however, that when R^9 is CH_3 or NH_2, then neither R^2 nor R^{14} is *para*-cyano-phenyl;

or R^8 and R^9 taken together may form $-C(O)N(R^{33})CH_2-$ or $-C(O)N(R^{33})C(O)-$;

R^{10} is chosen from heterocyclyl, substituted heterocyclyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, alkyl, and substituted alkyl;

R^{31} and R^{33} are independently chosen from hydrogen, alkyl, and substituted alkyl;

R^{32} is chosen from hydrogen, alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, aryloxy, heterocyclyl and substituted heterocyclyl;

R^{34} is chosen from alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

R^{11} is chosen from halogen, OR^{13}, and $-N(R^{12})(R^{13})$;

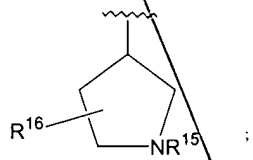
R^{12} is chosen from hydrogen, alkyl, and substituted alkyl;

R^{13} is $-(CH_2)_mR^{14}$;

$-N(R^{12})(R^{13})$ taken together may form a heterocyclyl or substituted heterocyclyl;

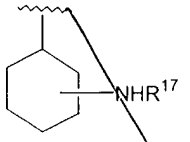
m is 0, 1, 2 or 3;

R^{14} is chosen from hydrogen, alkyl, substituted alkyl, $-C(O)N(R^{31})(R^{32})$, $-N(R^{33})C(O)R^{34}$, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl, and



R^{15} is chosen from hydrogen, alkyl, substituted alkyl, alkenyl, -C(O)-alkyl, -C(O)-substituted alkyl, -C(O)-aryl, -C(O)-substituted aryl, -C(O)-alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

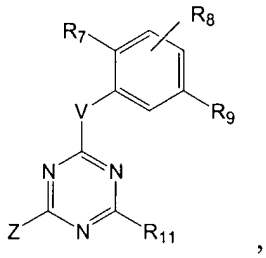
R^{16} is chosen hydrogen, alkyl, substituted alkyl, and



or

R^{17} is chosen from hydrogen, alkyl, substituted alkyl, -C(O)-alkyl, -C(O)-substituted alkyl, -C(O)-aryl, and –C(O)-substituted aryl.

53 (New). A compound according to Claim 52, having the formula,



,

or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug, or solvate thereof, wherein:

Z is $–N(R^1)(R^2)$;

R^{11} is $–N(R^{12})(R^{13})$; and

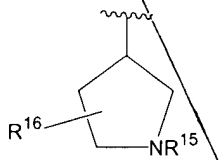
neither R^2 nor R^{14} is *para*-cyano-phenyl.

54 (New) A compound according to Claim 52, or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug or solvate thereof, wherein:

R^2 is chosen from hydrogen, alkyl, substituted alkyl, alkoxy, cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl, aryl, or aryl substituted with one to two of alkyl, hydroxyalkyl, aminoalkyl, $–N(R^{31})(R^{32})$, alkoxy, alkylthio, halogen, carboxyl, hydroxyl, $-SO_2$-alkyl, $-CO_2$-alkyl, or -C(O)-alkyl;

R^3 is chosen from hydrogen, alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl, aryl, or aryl substituted with one to two of alkyl, hydroxyalkyl, aminoalkyl, $–N(R^{31})(R^{32})$, alkoxy, alkylthio, halogen, carboxyl, hydroxyl, $-SO_2$-alkyl, $-CO_2$-alkyl, or -C(O)-alkyl; and

R^{14} is chosen from hydrogen, alkyl, substituted alkyl, -C(O)N(R^{31})(R^{32}), -N(R^{33})C(O)R^{34}, cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl, and



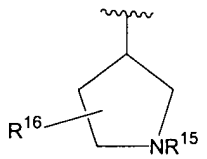
; or aryl or aryl substituted with one to two of alkyl, hydroxyalkyl, aminoalkyl, –N(R^{31})(R^{32}), alkoxy, alkylthio, halogen, carboxyl, hydroxyl, -SO_2-alkyl, -CO_2-alkyl, or -C(O)-alkyl.

55 (New). A compound according to Claim 52, or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug or solvate thereof, wherein:

R^2 is chosen from hydrogen, alkyl, alkoxy, cycloalkyl, substituted cycloalkyl, or alkyl substituted with one to three of –N(R^{31})(R^{32}), alkoxy, alkylthio, halogen, cyano, carboxyl, hydroxyl, -SO_2-alkyl, -CO_2-alkyl, -C(O)-alkyl, nitro, cycloalkyl, substituted cycloalkyl, -C(O)-N(R^{31})(R^{32}), and/or –NH-C(O)-alkyl;

R^3 is chosen from hydrogen, alkyl, alkoxy, cycloalkyl, substituted cycloalkyl, or alkyl substituted with one to three of –N(R^{31})(R^{32}), alkoxy, alkylthio, halogen, cyano, carboxyl, hydroxyl, -SO_2-alkyl, -CO_2-alkyl, -C(O)-alkyl, nitro, cycloalkyl, substituted cycloalkyl, -C(O)-N(R^{31})(R^{32}), and/or –NH-C(O)-alkyl; and

R^{14} is chosen from hydrogen, alkyl, -C(O)N(R^{31})(R^{32}), -N(R^{33})C(O)R^{34}, cycloalkyl, substituted cycloalkyl,



, and alkyl substituted with one to three of –N(R^{31})(R^{32}), alkoxy, alkylthio, halogen, cyano, carboxyl, hydroxyl, -SO_2-alkyl, -CO_2-alkyl, -C(O)-alkyl, nitro, cycloalkyl, substituted cycloalkyl, -C(O)-N(R^{31})(R^{32}), and/or –NH-C(O)-alkyl.

56 (New). A compound according to Claim 52, or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug or solvate thereof, wherein:

V is $-CHR^5-$, $-NR^5$, or $-O-$;

R^1 is hydrogen or alkyl;

R^2 is alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl or substituted heterocyclyl;

R^7 is selected from hydrogen, alkyl, alkoxy, or halogen;

R^8 is hydrogen; and

R^{11} is $-N(R^{12})(R^{13})$.

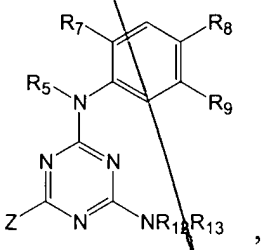
57 (New). A compound according to Claim 52, or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug or solvate thereof, wherein:

R^9 is chosen from $-C(O)N(R^{31})(R^{32})$, $-SO_2N(R^{31})(R^{32})$, $-N(R^{33})C(O)R^{34}$, $-CH_2N(R^{33})C(O)R^{34}$, $-CH_2OC(O)R^{34}$, heterocyclyl, and substituted heterocyclyl.

58 (New). A compound according to Claim 57, or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug or solvate thereof, wherein:

V is –O- or –S-.

59 (New). A compound according to Claim 57, having the formula,



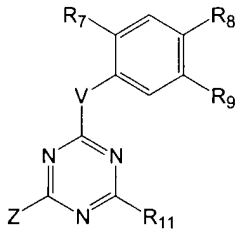
,

or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug, or solvate thereof.

60 (New). A compound of Claim 59 or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug, or solvate thereof, wherein:

R^9 is $-C(=O)NH_2$, - C(=O)NH-CH_3, – C(=O)NH-C_2H_5, - C(=O)NH-OCH_3, or – C(=O)NH-OC_2H_5.

61 (New). A compound according to Claim 52, or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug, or solvate thereof, having the Formula,



wherein R^7 is chosen from hydrogen, $-N(R^{31})(R^{32})$, halogen, cyano, alkyl, haloalkyl, alkoxy, and alkylthio, or when V is $-NR^5$, $-R^5$ and R^7 taken together may form a fused heterocyclyl or substituted heterocyclyl.

62 (New). A compound according to Claim 52, or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug, or solvate thereof, wherein:

V is –NH- or –O-;

Z is $-N(R^1)(R^2)$;

R^1 is hydrogen or alkyl of 1 to 4 carbon atoms;

R^2 is alkyl or substituted alkyl, wherein the alkyl is of 1 to 8 carbon atoms;

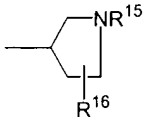
R^7 is hydrogen, alkyl of 1 to 4 carbon atoms, alkoxy of 1 to 4 carbon atoms, or halogen;

R^9 is $-C(=O)NH_2$, - C(=O)NH-alkyl, – C(=O)NH-alkoxy, , -C(=O)NH-$(CH_2)_q$-phenyl, – C(=O)NH-$(CH_2)_q$-pyridyl, -C(=O)NH-$(CH_2)_q$-(C_{3-6}cycloalkyl), imidazolyl, triazolyl, thiazolyl, oxadiazolyl, or benzimidazolyl, wherein the alkyl and alkoxy are of 1 to 6 carbon atoms, said phenyl, heterocyclyl, and cycloalkyl rings in turn are optionally substituted with one to two of alkyl,

alkoxy, halogen, cyano, hydroxy, trifluoromethyl, trifluoromethoxy, amino, NH(alkyl), $N(alkyl)_2$, wherein the alkyl or alkoxy is of 1 to 4 carbon atoms, and *q* is 0, 1 or 2;

R^{11} is $-N(R^{12})(R^{13})$, wherein (i) $N(R^{12})(R^{13})$ taken together form a monocyclic heterocyclyl or substituted heterocyclyl of 5 to 7 atoms having 1, 2, or 3 additional nitrogen atoms or

(ii) R^{12} is hydrogen; and

R^{13} is alkyl of 1to 4 carbon atoms or  ; and

R^{15} and R^{16} are independently selected from hydrogen and methyl.

63 (New). A compound according to Claim 62, or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug, or solvate thereof, wherein:

R^1 is hydrogen or methyl;

R^2 is alkyl of 1 to 8 carbon atoms;

R^7 is hydrogen, methyl, methoxy, Cl, Br, or F; and

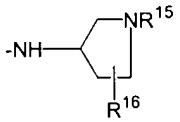
R^{11} is $-N(R^{12})(R^{13})$, wherein $N(R^{12})(R^{13})$ taken together form a monocyclic heterocyclyl or substituted heterocyclyl of 5 to 7 atoms having 1, 2, or 3 additional nitrogen atoms.

64 (New). A compound of Claim 63 or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug, or solvate thereof, wherein:

R^1 is hydrogen or methyl;

R^2 is alkyl of 1 to 8 carbon atoms;

R^7 is hydrogen, methyl, methoxy, Cl, Br, or F;

R^{11} is  ; or –NH-alkyl,

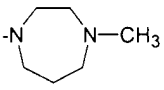
wherein alkyl is of 1 to 4 carbon atoms; and

R^{15} and R^{16} are independently selected from hydrogen and methyl.

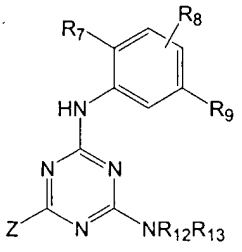
65 (New). A compound of Claim 59 or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug, or solvate thereof, wherein:

R^9 is $-C(=O)NH_2$, - $C(=O)NH-CH_3$, – $C(=O)NH-C_2H_5$, - $C(=O)NH-OCH_3$, or – $C(=O)NH-OC_2H_5$.

66 (New). A compound of Claim 52 or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug, or solvate thereof wherein:

R^{11} is 

67 (New). A compound of Claim 52, having the formula,



;

or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug, or solvate thereof, wherein:

Z is halogen, alkyl, substituted alkyl, aryl, substituted aryl, $-N(R^1)(R^2)$, -S-aryl, or S-substituted aryl;

R^1 is hydrogen or alkyl of 1 to 4 carbon atoms;

R^2 is alkyl or substituted alkyl wherein alkyl is of 1 to 8 carbon atoms;

R^7 is hydrogen, alkyl of 1 to 4 carbon atoms, alkoxy of 1 to 4 carbon atoms, or halogen;

R^9 is $-C(=O)NH_2$, - C(=O)NH-alkyl, – C(=O)NH-alkoxy, $-C(=O)NH-(CH_2)_q$-phenyl, – $C(=O)NH-(CH_2)_q$-pyridyl, $-C(=O)NH-(CH_2)_q-(C_{3-6}$cycloalkyl), imidazolyl, triazolyl, thiazolyl, oxadiazolyl, or benzimidazolyl, wherein the alkyl and alkoxy are of 1 to 6 carbon atoms, said phenyl, heterocyclyl and cycloalkyl rings in turn are optionally substituted with one to two of alkyl, alkoxy, halogen, cyano, hydroxy, trifluoromethyl, trifluoromethoxy, amino, NH(alkyl), $N(alkyl)_2$, wherein the alkyl or alkoxy is of 1 to 4 carbon atoms, and *q* is 0, 1 or 2;

(i) $N(R^{12})(R^{13})$ taken together form a monocyclic heterocyclyl or substituted heterocyclyl of 5 to 7 atoms having 1, 2, or 3 additional nitrogen atoms, or

(ii) R^{12} is hydrogen or alkyl of 1 to 4 carbon atoms; and

R^{13} is $-(CH_2)_mR^{14}$;

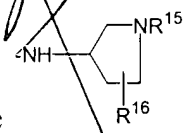
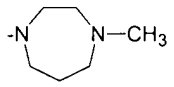
m is 0, 1, or 2; and

R^{14} is chosen from hydrogen, alkyl, substituted alkyl, heterocyclyl and substituted heterocyclyl.

68 (New). A compound according to claim 67, or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug, or solvate thereof, wherein:

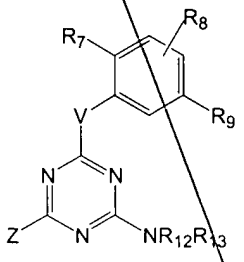
R^7 is hydrogen, methyl, methoxy, Cl, Br, or F;

R^9 is $-C(=O)NH_2$, $-C(=O)NH-CH_3$, $-C(=O)NH-C_2H_5$, $-C(=O)NH-OCH_3$, or $-C(=O)NH-OC_2H_5$; and

$NR^{12}R^{13}$ taken together are  ;  ; or –NH-alkyl, wherein the alkyl is of 1 to 4 carbon atoms; and

R^{15} and R^{16} are independently selected from hydrogen and methyl.

69 (New). A compound having the formula,



;

or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug, or solvate thereof, wherein:

V is chosen from $-CHR^5-$, $-NR^5-$, -O-, and –S-;

Z is chosen from halogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl, $-SR^3$, $-OR^3$, and $-N(R^1)(R^2)$;

$-N(R^1)(R^2)$ taken together may form a heterocyclyl or substituted heterocyclyl; or

R^1 is chosen from hydrogen, alkyl and substituted alkyl; and

R^2 is chosen from hydrogen, alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

R^3 is chosen from hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

R^5 is chosen from hydrogen and alkyl of 1 to 4 carbon atoms;

R^7 is chosen from hydrogen, amino, aminoC_{1-4}alkyl, halogen, cyano, C_{1-4}alkyl, C_{1-4}alkoxy, and alkylthio;

R^8 is attached to any available carbon atom of the phenyl ring and is chosen from hydrogen and halogen;

R^9 is chosen from $-C(O)N(R^{31})(R^{32})$, $-SO_2N(R^{31})(R^{32})$, $-N(R^{33})SO_2R^{34}$, $-C(O)N(R^{33})N(R^{31})(R^{32})$, $-N(R^{33})C(O)R^{34}$, $-CH_2N(R^{33})C(O)R^{34}$, $-N(R^{31})(R^{32})$, $-CH_2OC(O)R^{34}$, heterocyclyl, and substituted heterocyclyl; or

R^8 and R^9 taken together may form $-C(O)N(R^{33})CH_2-$ or $-C(O)N(R^{33})C(O)-$;

R^{31} and R^{33} are independently chosen from hydrogen, alkyl, and substituted alkyl;

R^{32} is chosen from hydrogen, alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, aryloxy, heterocyclyl and substituted heterocyclyl;

R^{34} is chosen from alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

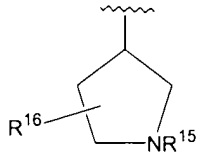
R^{12} is chosen from hydrogen, alkyl, and substituted alkyl;

R^{13} is $-(CH_2)_mR^{14}$; or

$-N(R^{12})(R^{13})$ taken together may form a heterocyclyl or substituted heterocyclyl;

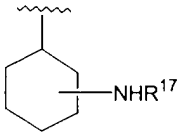
m is 0, 1, 2 or 3;

R^{14} is chosen from hydrogen, alkyl, substituted alkyl, $-C(O)N(R^{31})(R^{32})$, $-N(R^{33})C(O)R^{34}$, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl and



R^{15} is chosen from hydrogen, alkyl, substituted alkyl, alkenyl, -C(O)-alkyl, -C(O)-substituted alkyl, -C(O)-aryl, -C(O)-substituted aryl, -C(O)-alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

R^{16} is chosen hydrogen, alkyl, substituted alkyl, and



; or

R^{17} is chosen from hydrogen, alkyl, substituted alkyl, -C(O)-alkyl, -C(O)-substituted alkyl, -C(O)-aryl, and –C(O)-substituted aryl.

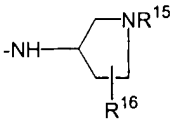
70 (New). A compound according to Claim 69 or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug, or solvate thereof, wherein:

Z is halogen, alkyl, $-N(R^1)(R^2)$, or alkyl substituted with one to two of $-N(R^{31})(R^{32})$, alkoxy, alkylthio, halogen, cyano, carboxyl, hydroxyl, $-SO_2$-alkyl, $-CO_2$-alkyl, -C(O)-alkyl, nitro, cycloalkyl, substituted cycloalkyl, $-C(O)-N(R^{31})(R^{32})$, and/or –NH-C(O)-alkyl;

R^1 is hydrogen or methyl;

R^2 is alkyl of 1 to 8 carbon atoms;

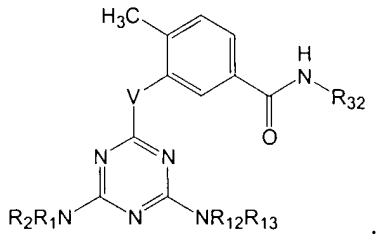
$N(R^{12})(R^{13})$ taken together form a monocyclic heteroocyclyl or substituted heterocyclyl of 5 to 7 atoms having 1, 2 or 3 additional nitrogen atoms, -NH-alkyl wherein alkyl is of 1 to 4 carbon atoms, or



; and

R^{15} and R^{16} are independently hydrogen or methyl.

71 (New). A compound of Claim 70 or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug, or solvate thereof, having the formula:



72 (New). The compound of claim 69 or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug, or solvate thereof, wherein:

R^7 is halogen, methyl, methoxy, halogen, or cyano.

73 (New). The compound of claim 69 or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug, or solvate thereof, wherein:

R^9 is $C(=O)NH_2$, $C(=O)NH(CH_3)$, or $C(=O)NHO(CH_3)$.

74 (New). The compound of claim 69 or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug, or solvate thereof,

wherein R^7 is methyl and R^9 is $C(=O)NH(CH_3)$ or $C(=O)NHO(CH_3)$.

75 (New). A compound of Claim 69 or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug, or solvate thereof wherein:

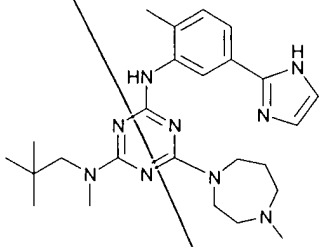
R^9 is chosen from unsubstituted or substituted triazolyl, oxadiazolyl, imidazolyl, thiazolyl and benzimidazolyl.

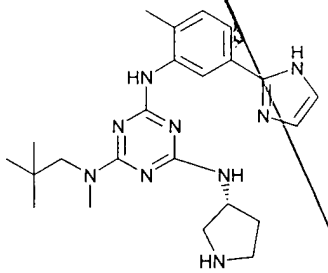
76 (New). A compound of Claim 69 or a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug, or solvate thereof wherein:

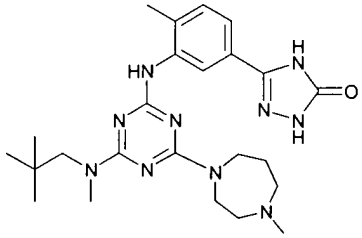
R^9 is chosen from substituted or unsubstituted 1,2,4-triazole; substituted or unsubstituted thiazole connected via a C2, C4, or C5 position; substituted or unsubstituted 1,3,4-oxdiazole

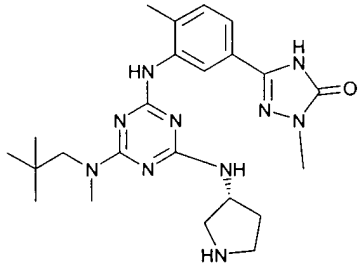
connected via a 2 or 5 position; and substituted or unsubstituted imidazole connected via a C2, C4, C5, N1 or N3 position.

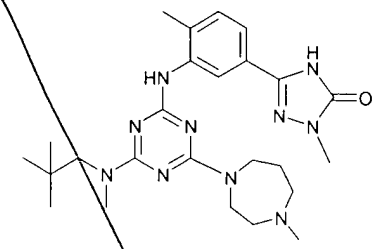
77 (New). A compound which is selected from (i):

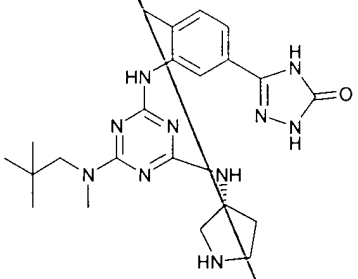

;

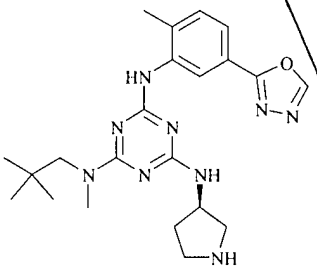

;

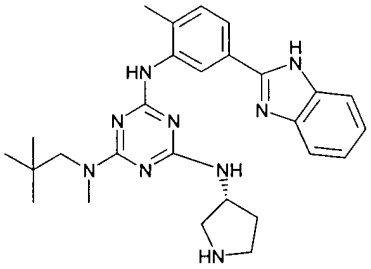

;

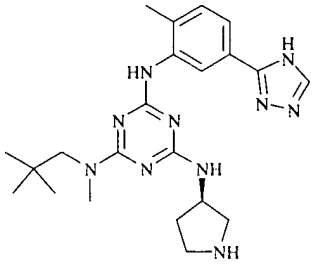

;

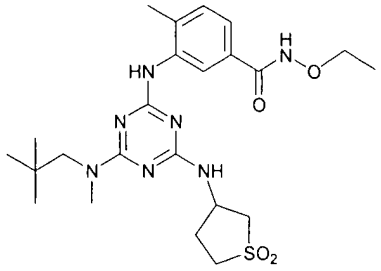

;


;

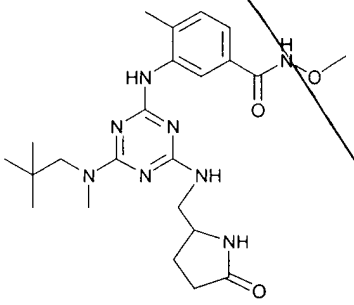

;


;

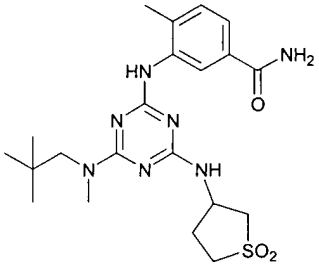

;



;



; and



; or (ii) a stereoisomer, enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, prodrug, or solvate of the compound selected from paragraph (i).

78 (New). A pharmaceutical composition comprising as an active ingredient, a compound, or a prodrug or salt thereof, according to claim 52, and a pharmaceutically acceptable carrier.

79 (New). A pharmaceutical composition according to claim 78, further comprising one or more additional active ingredients.

80 (New). A pharmaceutical composition according to claim 79, wherein said additional active ingredient is an anti-inflammatory compound or an immunosuppressive agent.

81 (New). A pharmaceutical composition according to claim 79, wherein said additional active ingredient is chosen from a steroid and an NSAID.

82 (New). A method of treating a condition associated with p38 kinase activity in a mammal, the method comprising administering to a mammal in need of such treatment, an effective amount of a composition according to claim 78.

83 (New). The method according to claim 82, wherein the condition associated with p38 kinase activity is an inflammatory disorder.

84 (New). The method according to claim 82, wherein the condition associated with p38 kinase activity is chosen from bone resorption, graft vs. host reaction, atherosclerosis, arthritis, osteoarthritis, rheumatoid arthritis, gout, psoriasis, topical inflammatory disease states, adult respiratory distress syndrome, asthma, chronic pulmonary inflammatory disease, cardiac reperfusion injury, renal reperfusion injury, thrombus, glomerulonephritis, Chron's disease, ulcerative colitis, inflammatory bowel disease, multiple sclerosis, endotoxin shock, osteoporosis, Alzheimer's disease, congestive heart failure and cachexia

85 (New). The method according to claim 82 wherein said composition according to claim 78 is administered with one or more additional anti-inflammatory or immunospressive agents as a single dose form or as separate dosage forms.

86 (New). A pharmaceutical composition comprising as an active ingredient, a compound, or a prodrug or salt thereof, according to claim 63, and a pharmaceutically acceptable carrier.

87 (New). A method of treating a condition associated with p38 kinase activity in a mammal, the method comprising administering to a mammal in need of such treatment, an effective amount of a composition according to claim 86.

88 (New). A method of inhibiting TNF-α expression in a mammal, the method comprising administering to the mammal an effective amount of a composition according to Claim 78.

89 (New). A method of treating a TNF-α mediated disorder, the method comprising administering to a mammal in need of such treatment, an effective amount of a composition according to Claim 78.

90 (New). The method according to claim 89, wherein the TNF-α mediated disorder is an inflammatory disorder.

91 (New). The method according to claim 89, wherein the TNF-α mediated disorder is chosen from bone resorption, graft vs. host reaction, atherosclerosis, arthritis, osteoarthritis, rheumatoid arthritis, gout, psoriasis, topical inflammatory disease states, adult respiratory distress syndrome, asthma, chronic pulmonary inflammatory disease, cardiac reperfusion injury, renal reperfusion injury, thrombus, glomerulonephritis, Chron's disease, ulcerative colitis, inflammatory bowel disease, multiple sclerosis, endotoxin shock, osteoporosis, Alzheimer's disease, congestive heart failure and cachexia.

92 (New). The method according to claim 89, wherein said composition according to claim 78 is administered with one or more additional anti-inflammatory or immunosuppressive agents as a single dose form or as separate dosage forms.

93 (New). A method of treating a condition associated with TNF-α expression in a mammal, the method comprising administering to a mammal in need of such treatment, an effective amount of a composition according to Claim 86.

94 (New). The method according to claim 93, wherein the condition associated with TNF-α expression is an inflammatory disorder.

95 (New). The method according to claim 93, wherein the condition associated with TNF-α expression is chosen from bone resorption, graft vs. host reaction, atherosclerosis, arthritis, osteoarthritis, rheumatoid arthritis, gout, psoriasis, topical inflammatory disease states, adult respiratory distress syndrome, asthma, chronic pulmonary inflammatory disease, cardiac reperfusion injury, renal reperfusion injury, thrombus, glomerulonephritis, Chron's disease, ulcerative colitis, inflammatory bowel disease, multiple sclerosis, endotoxin shock, osteoporosis, Alzheimer's disease, congestive heart failure and cachexia.

REMARKS

Status of the Claims

Claims 1-51 were pending.

Claims 8-11, 13 and 18-26 were withdrawn from consideration.

Claims 1-7, 12, 14-17 and 27-51 were rejected under Sections 102, 103, and 112 of the Patent Act.

Claims 1-51 were canceled.

Claims 52-95 are new claims.

Reconsideration is respectfully requested.

Restriction Requirement and New Claims

Each of the new claims herein are directed to triazine compounds and methods of using said compounds in pharmaceutical compositions and for treating diseases. The method and composition claims depend upon, and are co-extensive in scope with, the triazine compound claims. Thus, it is believed the new claims fall within Group I of the restriction requirement set forth in the January 4, 2002 Office Action.